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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

- - - - -
In re: : Chapter 11
CIRCUIT CITY STORES, INC., : Case No. 08-35653
et al., : Jointly Administered
Debtor. :
- - - - - X

**SECOND SUPPLEMENTAL DECLARATION OF
REGINALD BROWN IN SUPPORT OF EMPLOYMENT
OF WILMER CUTLER PICKERING HALE AND DORR LLP
AS A PROFESSIONAL UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

(i) I am a partner of the firm Wilmer Cutler Pickering
Hale and Dorr LLP (the "Firm"), which has been employed by the
debtors and debtors in possession in the above-captioned cases
(collectively the "Debtors") pursuant to the Order Granting
Debtors' Motion For Order Pursuant to Bankruptcy Code Sections

105(a), 327, 330 and 331 Authorizing Debtors to Employ Professionals Utilized in the Ordinary Course of Business [Docket No. 1279].

(ii) In connection with such employment, I submitted a Declaration of Reginald Brown in Support of Employment of Wilmer Cutler Pickering Hale and Dorr LLP as a Professional Utilized in the Ordinary Course of Business, dated January 30, 2009 [Docket No. 1888] (the "Initial Declaration"), which I supplemented with a first Supplemental Declaration dated October 22, 2009 [Docket No. 5628] (the "First Supplemental Declaration").

(iii) In the Initial Declaration and the First Supplemental Declaration, I disclosed potential connections of the Firm to a number of parties on the interested parties list provided to the Firm by the Debtors (the "Interested Parties List") and otherwise potentially interested in the Debtors' cases.

(iv) Since the date of the First Supplemental Declaration, The Walt Disney Company, Inc., which was not on the Interested Parties List,¹ has engaged the firm in matters unrelated to the Firm's engagement by the Debtors but related to the Debtors and their cases.

¹ In view of the large number of creditors that are scheduled as holding claims against the Debtors, and those that have filed claims, the Firm has limited its formal search of its client database to the list of potential parties in interest provided to it by the Debtors on the Interested Parties List at the outset of these cases. The Firm will nevertheless continue to supplement its disclosures as required to the extent it becomes aware of other connections to parties in interest in these cases.

WHEREFORE, declarant respectfully submits this Supplemental Declaration.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 24th, 2010



Reginald Brown
a Partner
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